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McKESSON CORPORATION AND  
7 HBO & COMPANY, INC.

8  
9 UNITED STATES DISTRICT COURT  
10 NORTHERN DISTRICT OF CALIFORNIA

11 SAN JOSE DIVISION

\*E-FILED - 5/18/06\*

12 McKESSON CORPORATION, and  
13 HBO & COMPANY, INC.,

14 Plaintiffs,

15 v.

16 ARTHUR ANDERSEN LLP, ROBERT  
17 PUTNAM, and DOES 1-20,

18 Defendants.  
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Case No. C-05-04020 RMW (PVT)

**STIPULATION AND [PROPOSED]  
ORDER RE FILING OF AMENDED  
AND SUPPLEMENTAL COMPLAINT  
AND RESPONSES THERETO**

Date: N/A

Time: N/A

Dept.: Courtroom 6 - 4th Floor

1 WHEREAS, on August 11, 2005, Plaintiffs McKesson Corporation ("McKesson") and  
2 HBO & Company ("HBOC") (collectively, "Plaintiffs") filed a complaint against Defendants Arthur  
3 Andersen LLP ("Andersen") and Robert A. Putnam ("Putnam" and together with Andersen and Plaintiffs,  
4 the "Parties") in the Superior Court of the State of California in and for the County of San Francisco (the  
5 "McKesson Complaint");

6 WHEREAS, on October 5, 2005, Putnam filed a Notice of Removal in the San Jose  
7 Division of the United States District Court for the Northern District of California;

8 WHEREAS, on or about February 24, 2006, the Parties entered into a Stipulation and  
9 [Proposed] Order RE: (1) Consolidated Briefing on Motions to Dismiss; (2) Briefing and Hearing  
10 Schedule; and (3) Changing Date for Case Management Conference, pursuant to which the Parties agreed,  
11 among other things, to a schedule for the briefing and hearing on motions to dismiss and related motions  
12 that Andersen and Putnam expected to file in response to the McKesson Complaint, which was approved  
13 by the Court on March 14, 2006; and

14 WHEREAS, on March 2, 2006, Defendants Andersen and Putnam responded to the  
15 McKesson Complaint by filing motions to dismiss the McKesson Complaint pursuant to Rule 12(b)(6)  
16 of the Federal Rules of Civil Procedure and motions to strike certain portions of the complaint; and

17 WHEREAS, on or about March 21, 2006, the Parties entered into a Stipulation and  
18 [Proposed] Order RE: Briefing and Hearing Schedule On Motions To Dismiss And Motions To Strike,  
19 pursuant to which the Parties agreed, among other things, to modify the briefing and hearing schedule on  
20 the pending motions to dismiss and motions to strike, and to set the hearing on those motions for the same  
21 day as the scheduled case management conference, which was and is currently set for June 16, 2006;

22 WHEREAS, pursuant to the March 21, 2006, stipulation, McKesson and HBOC were to  
23 file their consolidated opposition to the motions to dismiss and their opposition to the motions to strike  
24 on or before April 28, 2006, and the hearing on the motions to dismiss and motions to strike was to be held  
25 on June 16, 2006, at 9:00 a.m.;

26 WHEREAS, on March 30, 2006, Andersen served on counsel for McKesson and HBOC  
27 a copy of a complaint filed by Andersen against McKesson and HBOC in the United States District Court  
28 for the Northern District of California, Case No. C-06-02035 JW (RS) (the "Andersen Complaint");

WHEREAS, pursuant to Northern District Local Rule 3-12, on March 31, 2006, Andersen filed an Administrative Motion to Deem Case No. C-06-02035 Related to Other McKesson Cases and Have It Reassigned to the Honorable Ronald M. Whyte (the "Administrative Motion"). The Administrative Motion was filed in the class action captioned In re McKesson HBOC, Inc. Securities Litigation (Master File No. CV 99-20743 RMW), as per the local rule. McKesson did not oppose the Administrative Motion, agreeing that the case was related to CV 99-20743 RMW and C-05-04020 RMW, and that it should be reassigned to the Honorable Ronald M. Whyte;

WHEREAS, McKesson and HBOC intend to file an Amended and Supplemental Complaint that will supercede the McKesson Complaint;

WHEREAS, in light of McKesson and HBOC's intention to file an Amended and Supplemental Complaint, Andersen and Putnam have agreed to withdraw their motions to dismiss and all related motions and requests;

WHEREAS, the Parties have agreed that the briefing and hearings on their respective responses to the McKesson Complaint and the Andersen Complaint should be coordinated, and that it would be most efficient to hold those hearings on the same day as the initial CMC in this action; and

WHEREAS, the Parties have agreed to meet and confer after the filing of McKesson and HBOC's Amended and Supplemental Complaint regarding a coordinated schedule for the briefing and hearing on their respective responses to the McKesson Complaint and the Andersen Complaint, and to agree on a mutually convenient date for the hearing on those motions and the rescheduling of the case management conference in this action to coincide with that coordinated hearing date, all subject to the approval and convenience of the Court;

ACCORDINGLY, IT IS HEREBY STIPULATED AND AGREED, by and between the Parties that:

- (a) McKesson and HBOC will file their Amended and Supplemental Complaint on or before April 28, 2006;
- (b) Andersen and Putnam hereby withdraw their pending motions to dismiss and motions to strike (and related requests and pleadings);
- (c) The current June 16, 2006, Case Management Conference ("CMC") and Hearing

1 date will be taken off calendar;

2 (d) The parties will meet and confer within 10 court days of the filing of McKesson's  
3 Amended and Supplemental Complaint on a revised briefing and hearing schedule  
4 and on the rescheduling of the CMC.

5 (e) The parties shall, within 15 court days of the filing of McKesson's Amended and  
6 Supplemental Complaint, submit to the Court a proposed schedule for a  
7 coordinated briefing and hearing schedule on responses to the Amended and  
8 Supplemental McKesson Complaint and the Andersen Complaint, and the  
9 rescheduling of the CMC in this action.

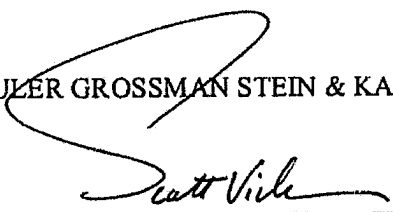
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11  
12 DATED: April \_\_, 2006

LAW OFFICES OF STEVEN J. ROSENBERG, P.C.

13  
14 By \_\_\_\_\_  
15 Steven J. Rosenberg  
16 Attorneys for Defendant  
17 ROBERT A. PUTNAM

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19  
20 DATED: April \_\_, 2006

ALSCHULER GROSSMAN STEIN & KAHAN LLP

21  
22 By  \_\_\_\_\_  
23 Scott Vick  
24 Attorneys for Defendant  
25 ARTHUR ANDERSEN LLP

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2 (d) The parties will meet and confer within 10 court days of the filing of McKesson's  
3 Amended and Supplemental Complaint on a revised briefing and hearing schedule  
4 and on the rescheduling of the CMC.

5 (e) The parties shall, within 15 court days of the filing of McKesson's Amended and  
6 Supplemental Complaint, submit to the Court a proposed schedule for a  
7 coordinated briefing and hearing schedule on responses to the Amended and  
8 Supplemental McKesson Complaint and the Andersen Complaint, and the  
9 rescheduling of the CMC in this action.  
10

11  
12 DATED: April \_\_, 2006

LAW OFFICES OF STEVEN J. ROSENBERG, P.C.

13  
14 By 

15 Steven J. Rosenberg  
16 Attorneys for Defendant  
17 ROBERT A. PUTNAM  
18  
19

20 DATED: April \_\_, 2006

21 ALSCHULER GROSSMAN STEIN & KAHAN LLP

22  
23 By \_\_\_\_\_

24 Scott Vick  
25 Attorneys for Defendant  
26 ARTHUR ANDERSEN LLP  
27  
28

1 DATED: April 26 2006

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

2  
3 By



Timothy Miller  
Attorneys for Plaintiffs  
McKESSON CORPORATION and  
HBO & COMPANY

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9 **ORDER**

10 **PURSUANT TO STIPULATION, IT IS SO ORDERED.**

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13 DATED: 5/18, 2006

/s/ Ronald M. Whyte

The Honorable Ronald M. Whyte  
United States District Judge